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New Sparkle Roll International Group Limited
新耀萊國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 970)

**INSIDE INFORMATION IN RESPECT OF PLACING OF
CONVERTIBLE BONDS UNDER GENERAL MANDATE**

This announcement is made by New Sparkle Roll International Group Limited (“**Company**”) pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

References are made to (i) the announcement of the Company on 20 September 2023 in relation to the placing of the convertible bonds in the aggregate principal amount of HK\$64,500,000 pursuant to the terms and conditions of the conditional placing agreement dated 19 September 2023 (“**CB Placing Agreement**”) entered into between the Company as issuer and Silverbricks Securities Company Limited as placing agent; and (ii) the announcement (“**Announcement**”) of the Company dated 26 September 2023 in relation to, *inter alia*, an interim injunction order (“**Interim Injunction Order**”) granted against the Company and 8 other defendants including the Directors of the Company (collectively, “**Defendants**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

The Board would like to update the shareholders and investors of the Company that at the hearing of the Plaintiffs' summons for the continuation of the Interim Injunction Order ("Plaintiffs' Summons") before the High Court on 29 September 2023, the Court made directions for the further conduct of the Plaintiffs' Summons.

In so far as the Company is concerned, upon the undertakings of the Company that until the determination of the Plaintiffs' Summons or further order of the Court, the Company, whether by itself or its servants or agents or otherwise howsoever, will not:–

- (a) take any steps to carry out, proceed with, implement and/or perform any other acts in respect of the CB Placing Agreement;
- (b) issue convertible bonds to any places pursuant to the CB Placing Agreement; or
- (c) if and insofar as any convertible bonds were issued under the CB Placing Agreement, provide written approval to the holder(s) of such convertible bonds to exercise their right to convert any part of the outstanding principal of the convertible bonds to conversion shares, and/or otherwise issuing or dealing with conversion shares pursuant to such convertible bonds,

the Court ordered, *inter alia*, that Plaintiffs' Summons be adjourned for substantive argument on a date not before 8 December 2023, with 1 day reserved.

Further announcements in relation to the Plaintiffs' Summons will be made by the Company as and when appropriate in compliance with the Listing Rules.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
New Sparkle Roll International Group Limited
Zheng Hao Jiang
Chairman

Hong Kong, 29 September 2023

As at the date of this announcement, the Company has three executive Directors and four independent non-executive Directors. The executive Directors are Mr. Zheng Hao Jiang, Mr. Zhao Xiaodong and Mr. Zhu Lei. The independent non-executive Directors are Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong, Mr. Gao Yu and Mr. Liu Hongqiang.